

RECORDATION NO.

26524-A
FILED

AUG 24 '06

12:25 PM

SURFACE TRANSPORTATION BOARD

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August 23, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Commercial Security Agreement, dated as of August 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Rider #8 to Master Net Lease Agreement being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Secured Party:

Associated Bank, N.A.
7760 France Avenue South
Bloomington, MN 55325

Debtor:

Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Mr. Vernon A. Williams
August 23, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 hopper railcars: KCS 315037 – KCS 315056 (formerly MWCX 460024 – MWCX 460043).

A short summary of the document to appear in the index is:

Memorandum of Commercial Security Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF COMMERCIAL SECURITY AGREEMENT

BETWEEN

**ASSOCIATED BANK, N.A.
("SECURED PARTY")**

AND

**MIDWEST RAILCAR CORPORATION
("DEBTOR")**

August 10th, 2006

Memorandum of Commercial Security Agreement made and entered into as of August 10th, 2006, by and between Associated Bank, N.A., a National Banking Association ("Lender"), and Midwest Railcar Corporation, an Illinois corporation ("Borrower").

WITNESSETH:

To secure all obligations of the Borrower under a certain Commercial Security Agreement dated as of August 10th, 2006 (the "Security Agreement"), and that certain Promissory Note dated August 10th, 2006, Borrower hereby assigns to Lender all of Borrower's rights, title and interest in, the railcars set forth and described on the Schedule of Railcars attached hereto (the railcars on the aforementioned Schedule of Railcars shall hereinafter be called the "Railcars"), as such Schedule of Railcars may be amended from time to time, and grants to Lender a first priority security interest in: (i) the Railcars; (ii) Borrower's interest in accessions, accessories, equipment, appurtenances and replacement and added parts appertaining or attached to any of the Railcars owned or hereinafter acquired, and all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any of the Railcars, together with all the rents, issues, income, profits, proceeds and avails therefrom and the proceeds thereof; (iii) all proceeds and all present and future evidences of rights to payment, (including, without limitation, insurance and indemnity payments) due or to become due to Borrower on account of the lease, sale, loss or other disposition of the Railcars; (iv) that certain Rider #8 made effective November 14, 2005 which incorporates herein by reference the Master Net Lease Agreement dated June 2nd, 2003 by and between Borrower (as Lessor) and Kansas City Southern Railway Company, (as Lessee), and any additional Equipment Riders and schedules thereto (together, the "Lease") and all bills of sales or other similar documents, agreements and instruments relating to the Railcars, and all other leases, chattel paper, agreements, accounts, bank or deposit accounts and instruments relating to the Railcars, whether now existing or hereafter arising (collectively, the "Documentary Security" or "Security Documentation"), together with all of Borrower's estate, right, title, interest, claims and demands in, to and under such documents, agreements and instruments including all extensions of any of the terms thereof, together with all rights, powers, privileges, options, and other benefits of Borrower including without limitation the right to receive notices, give consents, exercise any election or option, declare defaults and demand payments thereunder, and (v) all rent, damages and other moneys from time to time payable to or receivable by Borrower under the Documentary Security (the Railcars, Documentary Security, proceeds, rights, claims and causes of action described in items (i) through (v) above being herein sometimes collectively called the "Collateral"), to have and to hold all and every part of the Collateral unto Lender, and its successors and assigns, for its and their own use and benefit forever.

This Memorandum of Commercial Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but together only one Memorandum of Commercial Security Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

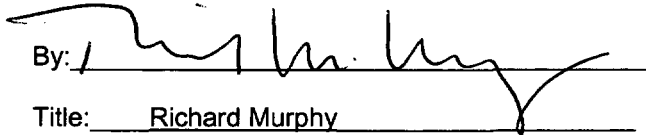
ASSOCIATED BANK, N.A., as Lender

By: 

Name: Daniel McCarvel

Title: Vice President

MIDWEST RAILCAR CORPORATION
as Borrower

By: 
Title: Richard Murphy
Title: President

STATE OF Minnesota)
COUNTY OF Dakota) ss.

On this 10 day of August, 2006, before me personally appeared Daniel McCarvel, to me personally known, who being by me duly sworn, says that he is the Vice President of Associated Bank, N.A., that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires: 1-31-11

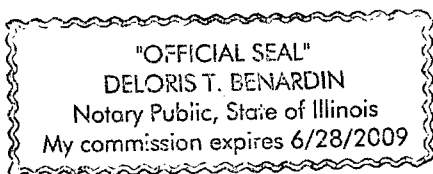


STATE OF Illinois)
COUNTY OF Madison) ss.

On this 9 day of August, 2006, before me personally appeared Richard Murphy, to me personally known, who being by me duly sworn, says that he is the President of Midwest Railcar Corporation, an Illinois corporation that the foregoing instrument was signed on behalf of Midwest Railcar Corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC

My commission expires: 6/28/09



SCHEDULE OF RAILCARS

Twenty (20) 4750 C.F., 100-ton covered hopper railcars. Car Numbers KCS 315037-315056, inclusive, FKA as MWCX 460024-460043 inclusive.